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鳳凰衛視

**PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED**

**鳳凰衛視投資(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 02008)**

**NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 second extraordinary general meeting (the “**EGM**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) will be held on 14 October 2020, at 3 p.m. at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolution, which will be proposed as ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (i) the entering into of the agreement dated 7 August 2020 (the “**2020 Agreement**”) between Phoenix New Media Limited (“**PNM**”) and Run Liang Tai Management Limited (the “**Purchaser**”), pursuant to which PNM shall sell and the Purchaser shall purchase 140,248,775 preferred shares (being 116,604,684 series C preferred shares and 23,644,091 series D1 preferred shares) in Particle Inc., and PNM shall designate the onshore transferor (Mr. Chen Ming (陳明)) to sell approximately 42.9% equity interest held by PNM in Beijing Yidianwangju Technology Co., Ltd.\* (北京一點網聚科技有限 公司) (representing RMB4,292,617 of the registered share capital in Yidian Technology Co., Ltd.) to the Purchaser’s designee, and all the transactions contemplated thereunder and incidental thereto be and are hereby approved, confirmed and ratified; and

- (ii) any director of the Company or any other person authorized by the directors of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.”

By Order of the Board  
**YEUNG Ka Keung**  
*Company Secretary*

Hong Kong, 25 September 2020

*Registered Office:*

Cricket Square  
Hutchins Square  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business:*

No. 2-6 Dai King Street  
Tai Po Industrial Estate  
Tai Po  
New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be lodged at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or the adjourned meeting as the case may be).
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of joint holding.
4. The register of members of the Company will be closed from 9 October 2020 to 14 October 2020, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 October 2020.
5. A form of proxy for use at the meeting is enclosed.

6. Shareholders of the Company are advised to read the circular of the Company dated 25 September 2020 which contains information concerning the resolutions to be proposed in this notice.
7. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed resolutions at the meeting.

*\* for identification purpose only*

As at the date of this notice, the board of directors of the Company comprises:

***Executive Directors***

*Mr. LIU Changle (Chairman)(also an alternate director to Mr. CHUI Keung), Mr. CHUI Keung (also an alternate director to Mr. LIU Changle) and Mr. WANG Ji Yan (also an alternate director to Mr. LIU Changle and Mr. CHUI Keung)*

***Non-executive Directors***

*Mr. JIAN Qin, Mr. ZHANG Dong, Mr. HUANG Tao and Mr. SUN Qiang Chang*

***Independent Non-executive Directors***

*Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK, Mr. FANG Fenglei and Mr. HE Di*

*In the case of any inconsistency between the Chinese version and the English version of this notice, the English version shall prevail.*